

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: ) Chapter 11  
W. R. GRACE & CO., et al.<sup>1</sup> )  
Debtors. ) Case No. 01-01139 (JKF)  
 ) (Jointly Administered)  
 )  
 ) Re: Docket no. 25057, 25044, 24991 & 25232  
 ) Hearing Date: September 13, 2010  
 ) Agenda Item # 7

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**CERTIFICATE OF COUNSEL REGARDING AGREED ORDER RESOLVING  
MOTION OF JAMES P. MCGUIRE FOR RECONSIDERATION OF DISALLOWANCE  
OF EMPLOYEE CLAIM NO. 12926 AND WITHDRAWING SAME WITH PREJUDICE**

1. By a letter dated July 6, 2010, James P. McGuire renewed his opposition to the disallowance of his Employee Claim no. 12926, which the Court disallowed on July 3, 2010.<sup>2</sup>

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

<sup>2</sup> On July 3, 2010, the Court entered is the *Order Disallowing Employee Claims (Substantive)* (docket no. 25044) (the “Employee Claims Disallowance Order”). Mr. McGuire’s letter of July 6, 2010 is hereinafter the “7/6/10 McGuire Letter”, docket no. 25057, a redacted copy of which is attached hereto as Exhibit B.

Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may be, the Debtors’ *Objection to Motion of James P. McGuire for Reconsideration of Disallowance of Employee Claim No. 12926* (docket no. 25232), the *Twenty-Eighth Omnibus Objection to Employee Claims (Substantive Objection)* (docket no. 24363) (the “Employee Claims Objection”), the Employee Claims Disallowance Order,

2. The Court entered the letter on the docket (docket no. 24991). The Debtors treated Mr. McGuire's letter as a motion for reconsideration of the disallowance of his Employee Claim no. 12926 (the "Motion for Reconsideration").

3. On August 17, 2010, the Debtors filed their *Objection to Motion of James P. McGuire for Reconsideration of Disallowance of Employee Claim No. 12926* (docket no. 25232).

4. Subsequent to the filing of the Debtors' Objection, counsel for the Debtors and counsel for Mr. McGuire engaged in discussions regarding the issues raised by Mr. McGuire's Motion for Reconsideration. The parties agreed that:

- a. All of Mr. McGuire's Applicable Employee Benefits remain unaffected by the disallowance of his Employee Claim 12926; and
- b. In particular, the merits of Mr. McGuire's assertion that he is entitled to a disability benefit in addition to the two separate pension benefits which Mr. McGuire has been receiving since approximately 1997 will remain unaffected by the disallowance of his Employee Claim 12926. Mr. McGuire will remain free to pursue whatever remedies he sees fit to pursue in the event that the matter cannot be resolved consensually (and the Debtors will be free to assert whatever non-bankruptcy defenses they are entitled to assert).

5. The parties therefore agreed that Mr. McGuire will withdraw his Motion for Reconsideration with prejudice and that the Order attached hereto as Exhibit A memorializes the withdrawal of the Motion and the effect of the disallowance.

**[Nothing Further on this Page]**

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the *Order Approving Employee Benefits Claim Resolution Protocol*, docket no. 24304) or the *First Amended Joint Plan of Reorganization* in these Chapter 11 Cases, as amended, Docket nos. 19579, 20666, 20872, 20873, 21594 and 24657 (the "Plan").

In view of the parties' resolution of the issues raised by Mr. McGuire's July 6 letter and the Debtors' Objection, the Debtors respectfully request entry of an order substantially in the form attached hereto as Exhibit A.

Dated: September 13, 2010

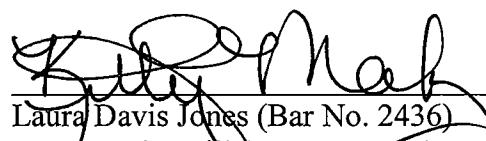
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